



GUJARAT NRE COKE LIMITED

REGISTERED OFFICE : 22, CAMAC STREET, BLOCK-C, 5TH FLOOR, KOLKATA - 700 016

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CIN: L51909WB1986PLC040098 ; WEBSITE : www.gujaratnre.com

12th March, 2016

BSE Limited, Phiroze Jeejeebhoy Towers, 1 st Floor, Dalal Street, Fort, Mumbai-400 001	The National Stock Exchange of India Ltd., Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051
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Sub: Result of Postal Ballot and E-voting

Dear Sir/ Madam,

This is to inform that the Company had proposed to seek the approval of shareholders of the Company by postal ballot and e-voting as per the Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 on a resolution under Section 62 and other applicable provisions of the Companies Act, 2013 for preferential issue of equity shares to ICICI Bank Limited.

On the basis of the report dated 12th March, 2016 received from Mr. Samir Kumar Ghosh, Scrutinizer appointed for the purpose of conducting postal ballot and e-voting process in a fair and transparent manner, the Chairman declared that the aforesaid resolution has been approved with requisite majority.

We enclose herewith the details of voting result of the Postal Ballot and E-voting of the Company as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 along with a copy of the Scrutinizer's Report.

Kindly take the same on record and disseminate this information to the investing public.

Thanking You,

Yours truly,
For Gujarat NRE Coke Limited

Mukund Chandak
Company Secretary

Encl.: As above

CC: Singapore Stock Exchange

**Disclosure of voting results by listed entities in terms of
Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Date of the AGM/EGM	:	Not Applicable
Total number of shareholders on record date (Cut-off date 8th January, 2016)	:	2,17,808
No. of Shareholders present in the meeting either in person or through proxy:		Not Applicable
Promoters and Promoter Group	:	
Public	:	
No. of Shareholders attended the meeting through Video Conferencing	:	Not Applicable
Promoters and Promoter Group	:	
Public	:	

AGENDA -WISE DISCLOSURE

Resolution required: (Preferential Issue of Equity Shares to ICICI Bank Ltd) - Special

Whether Promoter/ Promoter Group interested in the Agenda/ Resolution? No

Category	Mode of Voting	No. of shares held #	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	3= (2)/(1)*100	(4)	(5)	6= (4)/(2)*100	7= (5)/(2)*100
Promoter and Promoter Group	E-voting	332601557	305275102	91.78	305275102	0	100.00	0.00
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		10000000	3.01	10000000		100.00	0.00
	Total	332601557	315275102	94.79	315275102	0	100.00	0.00
Public - Institutions	E-voting	294889273	14472	0.00	14472	0	100.00	0.00
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	294889273	14472	0.00	14472	0	100.00	0.00
Public -Non Institutions	E-voting	390036289	1587993	0.41	1474522	113471	92.85	7.15
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		86432	0.02	86332	100	99.88	0.12
	Total	390036289	1674425	0.43	1560854	113571	93.22	6.78
TOTAL		1017527119	316963999	31.15	316850428	113571	99.96	0.04

including 'B' Equity Shares (DVR)

The above resolution was passed with requisite majority.

Note: The paid-up share capital of the Company, as on cut-off date, is divided into 96,50,39,109 equity shares of Rs. 10/- each, having 1 vote for 1 share held and 5,24,88,010 'B' Equity Shares of Rs. 10/- each having 1 vote for every 100 'B' Equity Shares held

For GUJARAT NRE COKE LIMITED


 Company Secretary

S.K.GHOSH
Practicing Company Secretary
C.P. NO.2018

AB-198, Salt Lake City
Sector- I, Kolkata 700064
Ph: 23592065

SCRUTINIZER'S REPORT

To,
The Chairman/Director(s) of
Gujarat NRE Coke Ltd.
22 Camac Street, Block -C, 5th Floor
Kolkata-700016.

Dear Sir,

1. I, Samir Kumar Ghosh, Practicing Company Secretary (having Certificate of Practice No. 2018) and residing at AB 198, Salt Lake City, Sector I, Kolkata 700 064 was appointed by the Board of Directors of your Company at its meeting held on 27th January, 2016 as a Scrutinizer to scrutinize the postal ballot exercise held by the Company pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for the purpose of passing 1 (One) Resolution(s) as carried by the Notice of Postal Ballot dated 27th January, 2016 issued by the Company.

2. The Postal Ballot was conducted in respect of 1 (One) Resolution which are reproduced below

Preferential Issue of Equity Shares to ICICI Bank Limited:

To consider and if thought fit to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules thereunder (including any statutory modifications or re-enactment thereof for the time being in force), provisions of the Memorandum and Articles of Association of the Company, and subject to rules/regulations/guidelines issued by the Securities & Exchange Board of India (hereinafter referred to as “SEBI”), the Reserve Bank of India (hereinafter referred to as “RBI”), the Stock Exchange(s) where the shares of the Company are listed (including provisions of the listing agreement/regulations with them), or any other appropriate statutory authority and also subject to such approvals, permissions, sanctions and consents as may be necessary and required from the Government of India, RBI and all other appropriate authorities and institutions, rules, regulations, guidelines and contracts for the time being in force, and subject further to such other terms, conditions, stipulations, alterations, amendments, modifications or variations, the consent and approval of the members of the Company be and is hereby accorded to the Board of Directors, (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee of Directors for the time being authorized by the Board of Directors to exercise the powers conferred on the Board of Directors by this resolution) to create, offer, issue and allot, in one or more tranches, on private placement and/or preferential basis, upto 3,31,85,000 (Three crores thirty one lac eighty five thousand) Equity Shares of the Company of Rs. 10/- each at a price of Rs.10/- (Rupees Ten Only) per equity share or such other price determined as on the Relevant Date in accordance with Regulation 76(1) of the Securities and Exchange Board of India (Issue of Capital and



Disclosure Requirements) Regulations, 2009 ('ICDR Regulations'), whichever is higher, to ICICI Bank Limited ('the Bank') (together with their successors and assigns) which will be adjusted against the liability arising out of invocation of corporate guarantee by ICICI Bank Limited, on such terms and conditions as may be determined by the Board at its absolute discretion.

RESOLVED further that in accordance with the provisions of ICDR Regulations, the 'Relevant date' for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be 11th February 2016, being the date 30 days prior to the date of declaration of the result of Postal Ballot i.e 12th March 2016.

RESOLVED further that for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem necessary, desirable and expedient for such purpose including without limitations to issue and allot Equity Shares."

3. I submit my report on the aforesaid postal ballot as under:

3.1(i) In compliance with the provisions of Section 110 of the Companies Act 2013 read with Companies (Management and Administration) Rules, 2014 and pursuant to the provisions of Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had engaged the services of M/s National Securities Depository Ltd (NSDL) to provide e-voting facility also to its members to enable them to cast their votes electronically in respect of the aforesaid postal ballot.

(ii) The Company had completed by 8th February, 2016, the dispatch of postal ballot forms to all the shareholders of the Company whose names appeared on the Register of Members/List of Beneficiaries (with Depositories) as appearing on 8th January, 2016 as per following details -

a) NSDL had completed by 8th February 2016, mailing of postal ballot notices electronically to **1,29,936** shareholders who have registered their email ids with the Depositories and

b) The Company had posted Ballot notices & Ballot Forms to the rest of the shareholders by 8th February 2016 i.e. to **87,872** shareholders. The postal dispatch certificate in respect of these articles were also made available to me.

(iii) The advertisement about despatch of postal ballot notice to the shareholders was published in The Economic Times, Kolkata Edition (in English) on 9th February 2016 and in Ei Somoy – West Bengal edition (in Bengali) on 9th February, 2016.

3.2 The ballot forms received through post were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.



- 3.3 The ballot boxes were opened in the evening of 10th March, 2016, in my presence and the list of votes casted through e-voting were received by me from NSDL in the evening of 10th March, 2016.
- 3.4 The postal ballot forms were duly collected in my presence, separately numbered and scrutinized and the details of every shareholder including their shareholding and other details was matched / confirmed with the Register of Members of the company / list of beneficiaries as on 8th January 2016.
- 3.5 All ballot forms received upto 5.00 P.M. on 10th March 2016 i.e. the last date and time fixed by the company for receipt of the forms and the list of e-votes as received from NSDL were considered by me for my scrutiny.
- 3.6 Particulars of all postal ballot forms received from the Members have been entered in two registers separately maintained for the purpose, one for ballots received through post and another for e-votes received by NSDL. The data relating to (a) Promoter and Promoter group, (b) Public – Institutions and (c) Public – Non Institutions were separately recorded in each of the two registers to arrive at the results as per the format of Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The data of these two registers have been collectively considered in preparing this report.
- 3.7 None of the ballot forms were rejected.
- 3.8 No Ballot forms were received through post after 10th March,2016 till the signing of this report.
- 3.9 None of the envelopes containing postal ballot forms were returned undelivered by the postal authorities till 10th March, 2016.
- 3.10 I did not find any defaced or mutilated ballot paper.
4. A summary of the voting (through physical postal ballot and through e-voting) in respect of 1 (One) Resolution is given below:
- A. Last Date for receipt of the Postal Ballot : 10th March, 2016
B. Date of Declaration of Results : 12th March, 2016
C. Total number of shareholders on record date : 2,17,808
D. No of shareholders validly participated in postal ballot :
Promoter & Promoter group: 9
Public :496
E. No. of invalid ballots rejected : Nil

F. Item No : 1



- i) Agenda: Preferential Issue of Equity Shares to ICICI Bank Limited
- ii) Resolution required: (Ordinary/Special) : Special
- iii) Mode of voting: (Show of hands/Poll/Postal ballot/E-voting) : E-VOTING & POSTAL BALLOT
- iv) Voting Rights : Equity Shares – 1 vote per share,
B Equity Shares – 1 vote for every 100 B Equity Shares

V) Result of Postal Ballot

Category	Mode of voting	No. of shares held# (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	332601557	305275102	91.78	305275102	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if Applicable)		10000000	3.01	10000000	0	100	0
	Total		332601557	315275102	94.79	315275102	0	100
Public – Institutions	E-Voting	294889273	14472	0.00	14472	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		294889273	14472	0.00	14472	0	100
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NB –The paid-up share capital of the Company, as on cut-off date, is divided into 96,50,39,109 equity shares of Rs. 10/- each, having 1 vote for 1 share held and 5,24,88,010 'B' Equity Shares of Rs. 10/- each having 1 vote for every 100 'B' Equity Shares held

I hereby report that;

The Special Resolution under Item No. 1 as set out in the Postal Ballot Notice dated 27th January, 2016 was accordingly, approved with requisite majority.

5. I have handed over the postal ballot forms and other related papers/ registers and other Records including undelivered envelopes relating to this Postal Ballot exercise for safe custody to the Company Secretary authorised by the Board to supervise the postal ballot process.

6. You may accordingly declare the result of the voting by Postal Ballot & E-Voting.

Thanking you,



SAMIR KUMAR GHOSH
Name & signature of Scrutinizer
Place : Kolkata
Dated: 12th March,2016

